

EXHIBIT 16

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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Corporation; Polo Retail, LLC; Polo Ralph Lauren
Corporation, doing business in California as Polo Retail
Corporation; and Fashions Outlet of America, Inc.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

ANN OTSUKA, an individual; JANIS KEEFE,
an individual; CORINNE PHIPPS, and
individual; and on behalf of all others similarly
situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
Delaware Corporation; et al.,

Defendants.

Case No. C07-02780 SI

**DECLARATION OF JONATHAN
POSSIDENTE IN SUPPORT OF
DEFENDANTS' OPPOSITION TO
MOTION FOR CLASS
CERTIFICATION**

Date: July 11, 2008
Time: 9:00 am
Dept: Courtroom 10, 19th Fl.
Judge: Hon. Susan Illston

1 I, Jonathan Possidente, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the General Manager for Ralph Lauren, located in Beverly Hills,
3 California ("Beverly Hills store"). I have served in this position since 2006. I have personal
4 knowledge of the facts set forth in this declaration, and if called as a witness, could and would
5 competently testify as set forth below.

6 2. Presently, I oversee 11 managers ("Managers"), in Women's, Men's, Home, Shipping
7 and Receiving, Alterations and Housekeeping. All Managers are paid a salary and are not
8 compensated by the hour.

9 3. At present, there are approximately 35 sales associates that work in the store.

10 4. The store covers two floors of retail space and is segmented by Department.

11 5. The Department Managers and the Assistant General Manager are responsible for
12 interviewing new Sales Associates candidates. Generally a candidate meets with a Department
13 Manager first and then with the Assistant Department Manager, Assistant General Manager and
14 myself. I meet every Sales Associate candidate who is ultimately hired, and make the offer myself.

15 6. When I extend a job offer, I explain scheduling, goal setting, compensation, health
16 benefits and additional benefits such as the Employee Assistance Program and vacation time. I use a
17 Polo checklist as part of the job offer process to make sure that I explain everything that a new
18 employee would need to know and answer any questions the associate might have.

19 7. During the hiring process, the Sales Associate is provided with a Polo Ralph Lauren
20 Retail Employee Handbook, a Sales Associate Compensation Handbook, an Assimilation Checklist
21 of training procedures which includes the rest break and meal policy. Sales Associates meet with our
22 Loss Prevention orientation team of associates who explain loss prevention procedures. The Beverly
23 Hills store has a separate loss prevention team who meets with new associates.

24 COMPENSATION

25 8. Approximately two sales associates are part-time employees. Approximately thirty-
26 five sales associates are full time. The sales associates are scheduled for approximately forty hours a
27 week. Part-time associates work approximately 16-24 hours per week.

1 9. All sales associates are compensated by a draw versus commission rate of pay. Sales
2 associates in the Children's Department are compensated on a base draw plus commission rate of
3 pay. Customer Service Representatives ("CSR") are paid an hourly rate.

4 10. Most sales associates are career sales associates with a previous history in retail who
5 manage a book of business with regular clients. Sales associates are required to build long-term
6 relationships with clients and there is training and support to assist sales associates with follow up to
7 help them maintain their book of business. The Beverly Hills store caters to a luxury clientele and
8 there are high expectations of the sales associates to preserve those relationships. For example, sales
9 associates track the interests and needs of their clients and call them at home to inform them when
10 new product arrives that might be of interest to the client.

11 11. Sales associates rarely work more than eight hours in a day or more than forty hours in
12 a week due to the store's business hours. The Beverly Hills store is open Monday through Saturday
13 from 10 am to 6 pm and on Sundays from 12 pm to 5 pm.

14 CLOCKING IN AND OUT

15 12. There is only one shift in the store.

16 13. Sales associates are required to use the time-keeping system to record hours worked.
17 Sales associates clock-in and out at one of the store's cash registers, known as the Point of Sale
18 System ("POS"). There are seven cash registers in the store. Attached as Exhibit A is a true and
19 correct copy of the floor plan for the Beverly Hills store. The seven store cash registers are
20 designated "I" through "VII" on Exhibit A.

21 14. Sales associates clock-in when they arrive in the store, and clock out when they are
22 ready to leave at the end of the day.

23 15. There is no specific policy about whether employees are required to put their personal
24 belongings away in the store before clocking in, and this practice differs among employees.

25 16. It is each sales associate's responsibility to clock-in and out each day. If there are any
26 discrepancies, the sales associate may advise a manager who can discuss making appropriate changes
27 including making a manual adjustment to the time clock record. Since 2003, any time clock
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1 adjustments must be acknowledged in writing by sales associates.

2 **LOSS PREVENTION SEARCHES**

3 17. Sales associates only enter the store through the elevator located in the back alley.
4 Attached as Exhibit A is a true and correct copy of the floor plan for the Beverly Hills store. The
5 back alley elevator is indicated with the letter "A".

6 18. Sales associates exit the store through the valet exit on the first floor for rest and meal
7 breaks and at the end of the day. The valet exit is indicated on Exhibit A with the letter "B". A
8 designated managers entrance and exit is designated "C". Emergency exits are designated as letters
9 "D" through "F". Door "G" is the patron entrance and exit facing Rodeo Drive.

10 19. Each time a Sales Associate exits the store, he/she must undergo a loss prevention
11 search. The loss prevention search is comprised of having a sales associate show a Manager or loss
12 prevention team member the inside of any bag that they have when they are exiting the store.

13 20. Loss prevention searches may be conducted by a someone from loss prevention team,
14 any Manager, including Managers from the creative and product presentation team and Key Holders.

15 21. At the end of the day, someone from loss prevention, usually the Asset Protection
16 Associate or a Manager is stationed at the employee exit, (also referred to as the valet door) to
17 perform bag inspection searches. I would estimate that the average wait time for sales associate to
18 leave the store after clocking out and having their bag inspected is 5 minutes.

19 22. Throughout the day, if a sales associate needs to exit the store, including for rest and
20 meal breaks, he she may locate a Manager, Key Holder or someone from the loss prevention team to
21 perform a loss prevention search.

22 23. Managers can be located either on the retail floor or by contacting them on their
23 portable phone. Each Manager has a portable phone which is tied to the store's phone system. The
24 number for each Manager's portable phone is posted in the back house of the store.

25 24. I have never received any complaints regarding the loss prevention search procedure,
26 including any complaints that the process is time consuming.

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REST AND MEAL BREAKS

25. Meal breaks are scheduled in the Women's and Men's department on paper. Meal breaks in the home department are scheduled orally between the Department Manager and the sales associates. Sales associates generally leave the store for meal breaks.

26. Sales associates clock out for meal breaks.

27. Full time sales associates are entitled to two 15 minute rest breaks during their shift. The timing of rest breaks are taken at the discretion of the manager and the sales associate. Sales associates typically leave the store during rest breaks. Most sales associates take rest breaks.

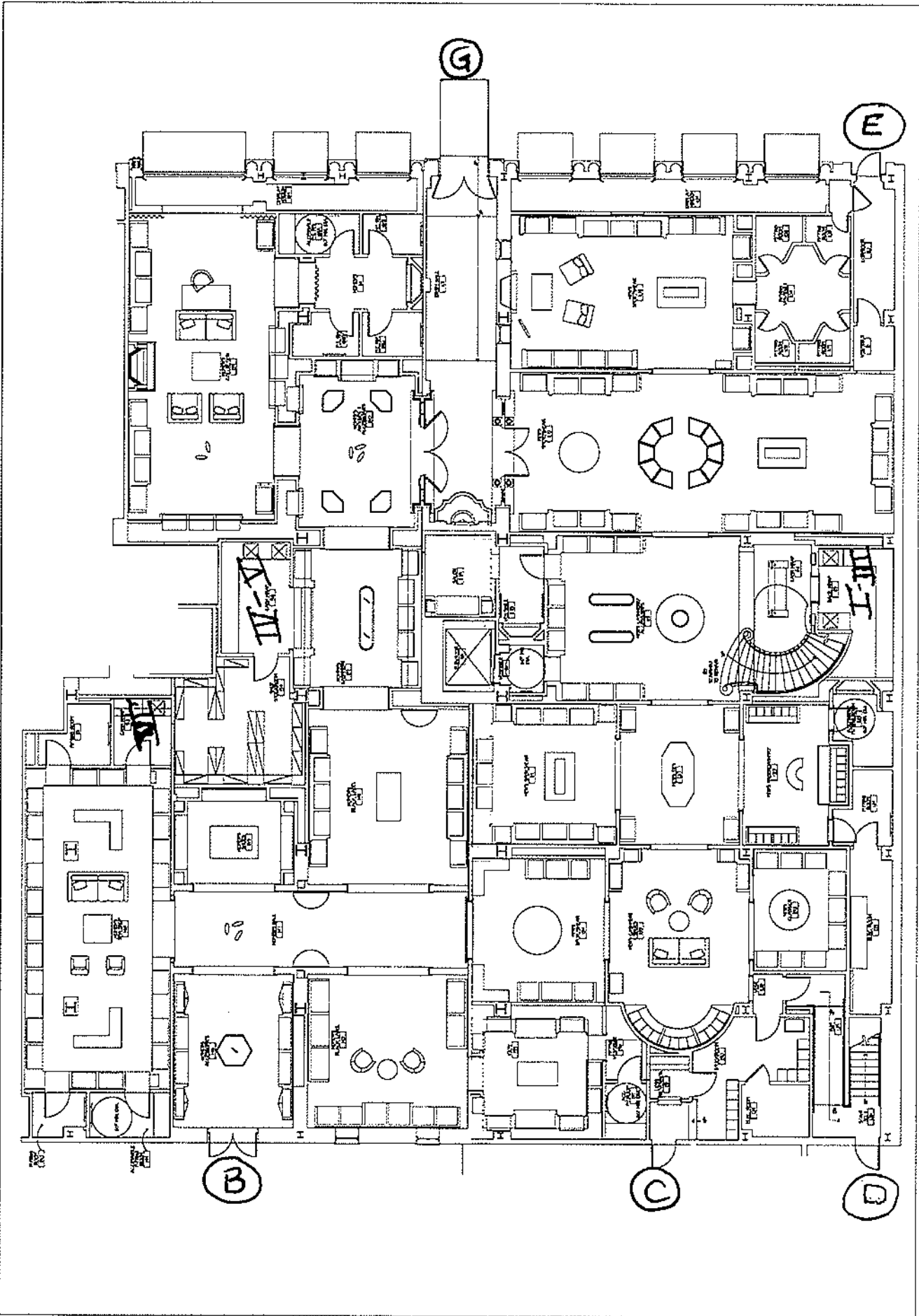
28. Sales associates do not clock-out for rest breaks.

29. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook. This material is reviewed with each Sales Associate during their orientation.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

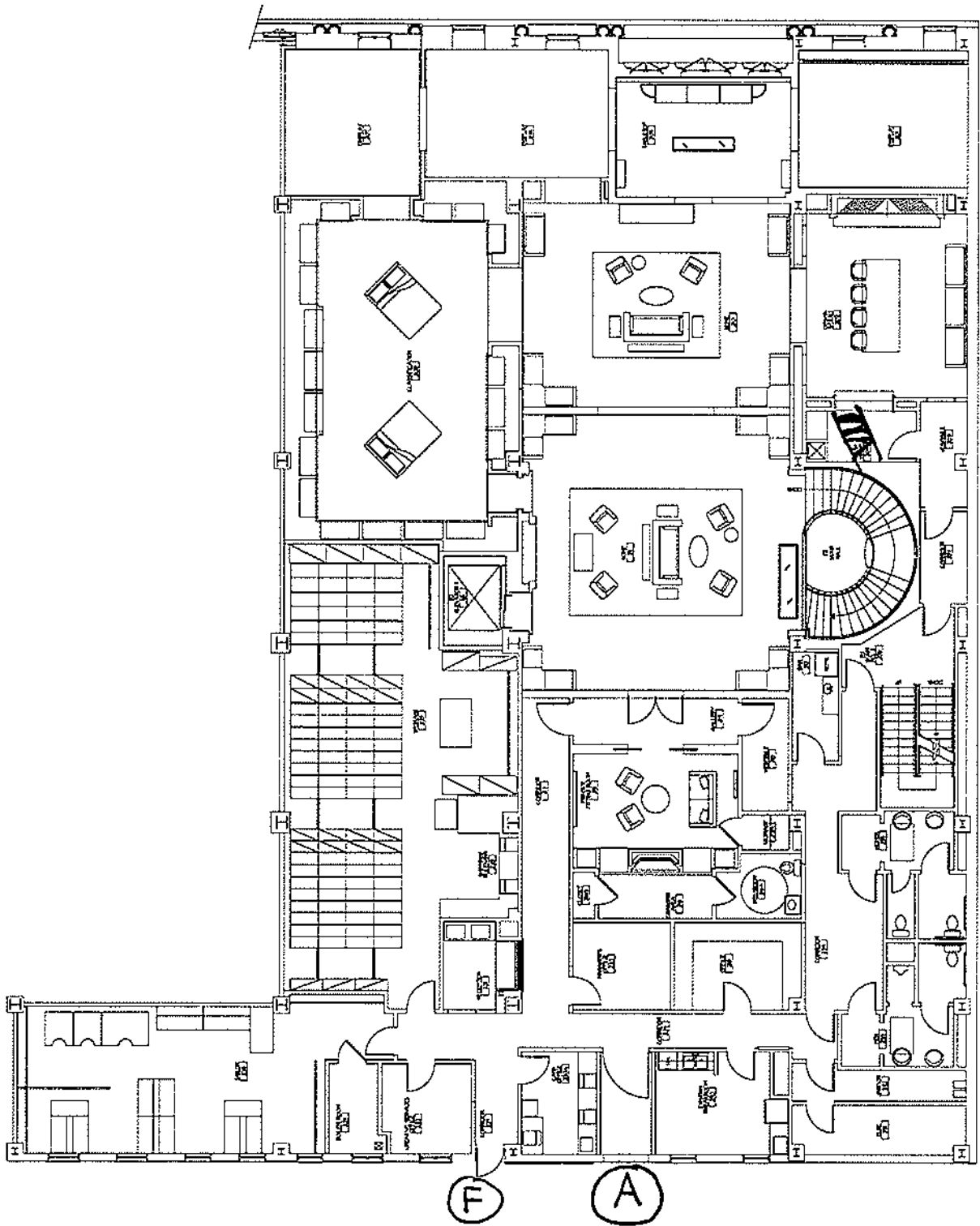
Executed on June 18, 2008.


Jonathan Possidente



#831 CALIFORNIA - BEVERLY HILLS

NOT TO SCALE



SECOND FLOOR

#831 CALIFORNIA - BEVERLY HILLS

NOT TO SCALE

EXHIBIT 17

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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Attorneys for Defendants Polo Ralph Lauren
Corporation; Polo Retail, LLC; Polo Ralph Lauren
Corporation, doing business in California as Polo Retail
Corporation; and Fashions Outlet of America, Inc.

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

ANN OTSUKA, an individual; JANIS KEEFE,
an individual; CORINNE PHIPPS, and
individual; and JUSTIN KISER, an individual;
and on behalf of all others similarly situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
Delaware Corporation; et al.,

Defendants.

Case No. C07-02780 SI

**DECLARATION OF NINA HOLOWKA
IN SUPPORT OF DEFENDANTS'
OPPOSITION TO MOTION FOR CLASS
CERTIFICATION**

Date:

Time:

Dept: Courtroom 10, 19th Fl.

Judge: Hon. Susan Illston

1 I, Nina Holowka, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the Co-General Manager for Polo Ralph Lauren Store in Burlingame. I
3 have served in this position since November 2007. I have personal knowledge of the facts set forth in
4 this declaration, and if called as a witness, could and would competently testify as set forth below.

5 2. Presently, I work in conjunction with the Co-General Manager, Todd Langbaum.
6 There is also one key holder ("Key Holder"). The Managers are paid a salary and are not
7 compensated by the hour. To my knowledge Key Holders are compensated by base plus commission
8 rate of pay, plus a stipend for their extra responsibilities.

9 3. At present, there are approximately seven sales associates that work in the store.

10 4. I am responsible for interviewing new sales associate candidates. I meet every sales
11 associate candidate who is ultimately hired, and make the offer myself.

12 5. When I extend a job offer, I explain scheduling, goal setting, compensation, rest and
13 meal breaks, benefits and vacation time. I use a Polo checklist as part of the job offer process to
14 make sure that I explain everything that a new sales associate would need to know and answer any
15 questions the sales associate might have.

16 6. During the hiring process, the sales associate is provided with a Polo Ralph Lauren
17 Retail Employee Handbook, a Sales Associate Compensation Handbook, an Assimilation Checklist
18 of training procedures which includes the rest break and meal policy. Sales associates are also given
19 a Loss Prevention New Hire Orientation handbook that explains loss prevention procedures.

20 COMPENSATION

21 7. There are part-time and full-time sales associates that work in this store. The full time
22 sales associates are scheduled for approximately 32-35 hours a week. Part-time sales associates
23 generally work approximately 15-20 hours a week over two days.

24 8. All sales associates are compensated by a base plus commission.

25 9. Most sales associates are mostly students with some previous retail experience. The
26 majority of the business in the Burlingame store is from foot traffic, although sales associates do
27 work to develop long-term customer relationships and build a book of business.
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1 10. No sales associate in the Burlingame store works more than 40 hours in a week. The
2 Burlingame store operates Monday through Saturday from 10 am to 6 pm, and on Sundays from 11
3 pm to 5:00 pm.

4 **CLOCKING IN AND OUT**

5 11. There is only one shift in the store. This shift is from 9:30 am to 6:30 pm Monday
6 through Saturday. On Sunday this shift from 10:30 am to 5:15 pm.

7 12. Sales associates are required to use the time-keeping system to record hours worked.
8 Sales associates clock-in and out at one of the store's cash registers, known as the Point of Sale
9 System ("POS"). There are two cash registers in the store. Attached as Exhibit A is a true and correct
10 copy of the floor plan for the Burlingame store. The three store cash registers are designated "I"
11 through "II" on Exhibit A.

12 13. Sales associates clock-in when they arrive in the store, and clock out when they are
13 ready to leave at the end of the day.

14 14. Generally all sales associates and Managers complete work at the same time at the end
15 of the day. When the sales associates are finished, they clock-out, gather their personal belongings
16 and exit the store generally within five minutes of clocking out.

17 15. It is each sales associate's responsibility to clock-in and out each day. If a sales
18 associate fails to clock in or clock out, the sales associate must advise a Manager who can discuss
19 making appropriate changes including making a manual adjustment to the time clock record.

20 **LOSS PREVENTION SEARCHES**

21 16. Sales associates enter the Burlingame store through the back door, which is not used
22 by patrons. Sales associates are permitted to enter and exit the store through the patron door, located
23 at the front of the store, for rest and meal breaks. A true and correct copy of the floor plans for the
24 Burlingame store is attached hereto as Exhibit A. The back door used by sales associates to enter at
25 the start of the shift, prior to the store being opened for business is also used as the shipping and
26 receiving door and emergency exit. The patron door is designated as "A" on Exhibit A. The back
27 door is designated as "B" on Exhibit A.
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06/13/2008 11:32 FAX

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17. Each time a sales associate exits the store, he/she must undergo a loss prevention search. The loss prevention search is comprised of having a sales associate show a Manager or a Key Holder the inside of any bag that they have when they are exiting the store.

REST AND MEAL BREAKS

18. Meal breaks for sales associates are coordinated by the General Manager at the start of each shift. Based on the time parameters set forth by the General Manager, sales associates often coordinate the specific times for their meal breaks amongst each other. If sales associates leave the store for their meal break, they clock out and then within minutes of clocking out exit the store after going through a loss prevention search. Upon returning from their meal break or finishing their meal inside the store, sales associates clock in on the closest register and return to work.

19. When sales associates return from their rest or meal break they enter through the front door of the store. Under certain circumstances, sales associates might re-enter the store through the back door which requires them to ring a bell. In those instances, one of the Managers or key holder must answer the door.

20. When a sales associate is ready to take his/her rest break, they inform a Manager. Rarely would a sales associate be denied taking a rest break at the time requested.

21. Polo authorizes and permits all sales associates to take a fifteen minute paid rest break after two hours of work.

22. Sales associates do not clock-out for rest breaks.

23. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook. This material is reviewed with each sales associate during their orientation.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on May 6, 2008.


Nina Holowka

EXHIBIT 18

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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 Alisha M. Louie (SBN 240863)
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Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA**

ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and on behalf of all others similarly
 situated,

Plaintiff,
 v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

AND RELATED CROSS-ACTIONS.

Case No. C07-02780 SI

**DECLARATION OF NILLY FOSTER IN
 SUPPORT OF DEFENDANTS
 OPPOSITION TO MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008
 Time: 9:00 am
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

1 I, Nilly Foster, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the General Manager for Polo Ralph Lauren Store in Costa Mesa. I
3 have served in this position since January 2008. I have personal knowledge of the facts set forth in
4 this declaration, and if called as a witness, could and would competently testify as set forth below.

5 2. Presently, I oversee one manager ("Manager"), in the Mens Departments, and two key
6 holders ("Key Holder"). All Managers are paid a salary and are not compensated by the hour. To my
7 knowledge Key Holders are compensated by a draw versus commission rate of pay, plus a stipend for
8 their extra responsibilities.

9 3. At present, there are approximately eleven sales associates that work in the store.

10 4. Both myself and the Department Managers are responsible for interviewing new sales
11 associate candidates. I meet every sales associate candidate who is ultimately hired, and make the
12 offer myself.

13 5. When I extend a job offer, I explain scheduling, goal setting, compensation, rest and
14 meal breaks, benefits and vacation time. I use a Polo checklist as part of the job offer process to
15 make sure that I explain everything that a new sales associate would need to know and answer any
16 questions the sales associate might have.

17 6. During the hiring process, the sales associate is provided with a Polo Ralph Lauren
18 Retail Employee Handbook, a Sales Associate Compensation Handbook, an Assimilation Checklist
19 of training procedures which includes the rest break and meal policy. Sales associates are also given
20 a Loss Prevention New Hire Orientation handbook that explains loss prevention procedures.

21 COMPENSATION

22 7. There are no part-time sales associates. All eleven sales associates are full time. The
23 full time sales associates are scheduled for approximately 32-40 hours a week.

24 8. All sales associates are compensated by a draw versus commission rate of pay.

25 9. Most sales associates are career sales associates with a previous history in retail who
26 manage a book of business with regular clients. Sales associates are required to build long term
27 relationships with clients and there is training and support to assist sales associates with follow up to
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1 help them maintain their book of business. The Costa Mesa store caters to a luxury clientele and
 2 there are high expectations of the sales associates to preserve those relationships. For example, sales
 3 associates track the interests and needs of their clients and call them at home to inform them when
 4 new product arrives that might be of interest to the client.

5 10. Sales associates rarely work more than eight hours in a day or more than 40 hours in a
 6 week because the Costa Mesa store operates on Monday through Friday from 10 am to 9 pm,
 7 Saturday from 10 am to 8 pm, and on Sundays from 11 am to 6:30 pm.

8 CLOCKING IN AND OUT

9 11. There are only three shifts in the store. The opening shift is from 9 or 9:30 am to 6
 10 pm. The mid shift is 11 am to 8 pm, and the closing shift is from 1 pm to 9:30 pm. On Saturday the
 11 closing shift is 12 to 8:30 pm, and on Sunday there is only shift from 10:30 am to 7 pm.

12 12. Sales associates are required to use the time-keeping system to record hours worked.
 13 Sales associates clock-in and out at one of the store's cash registers, known as the Point of Sale
 14 System ("POS"). There are three cash registers in the store. Attached as Exhibit A is a true and
 15 correct copy of the floor plan for the Costa Mesa store. The three store cash registers are designated
 16 "I" through "III" on Exhibit A.

17 13. Sales associates clock-in when they arrive in the store, and clock out when they are
 18 ready to leave at the end of the day.

19 14. Generally all sales associates and Managers complete work at the same time at the end
 20 of the day. When the sales associates are finished, they gather their personal belongings, clock out,
 21 and exit the store generally within one minute of clocking out. At closing loss prevention searches
 22 are conducted outside of the store in front of the main entrance.

23 15. It is each sales associate's responsibility to clock-in and out each day. If a sales
 24 associate fails to clock in or clock out, the sales associate may advise a Manager who can discuss
 25 making appropriate changes including making a manual adjustment to the time clock record. Time
 26 clock adjustments are acknowledged in writing on a "Time Clock Correction" form filled out by sales
 27 associates and signed by a Manager with an explanation of the reason for the time change.
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LOSS PREVENTION SEARCHES

16. The main door at the front of the store is the only door sales associates are permitted to use to enter and exit the store. A true and correct copy of the floor plans for the Costa Mesa store is attached hereto as Exhibit A. The main store entrance used by sales associates to enter and exit is designated as "A" on Exhibit A. Door "B" is used exclusively by patrons to enter and exit, and door "C" is the shipping and receiving entrance and emergency exit.

17. Each time a sales associate exits the store, he/she must undergo a loss prevention search. The loss prevention search is comprised of having a sales associate show a Manager or a Key Holder the inside of any bag that they have when they are exiting the store.

18. Loss prevention searches are conducted inside the store entrance when a sales associate exits for rest and meal breaks, however, at closing loss prevention searches are conducted outside the store entrance.

19. I have never received any complaints regarding the loss prevention search procedure, including any complaints that the process is time consuming, humiliating or causes emotional distress.

REST AND MEAL BREAKS

20. Meal breaks are scheduled among sales associates within each department. Sales associates generally leave the store for meal breaks.

21. If sales associates leave for their meal break, they clock out and then within minutes of clocking out exit the store after going through a loss prevention search. Upon returning from their meal break or finishing their meal inside the store, sales associates clock in on the closest register and return to work.

22. Polo authorizes and permits all sales associates to take a fifteen minute paid rest break after two hours of work.

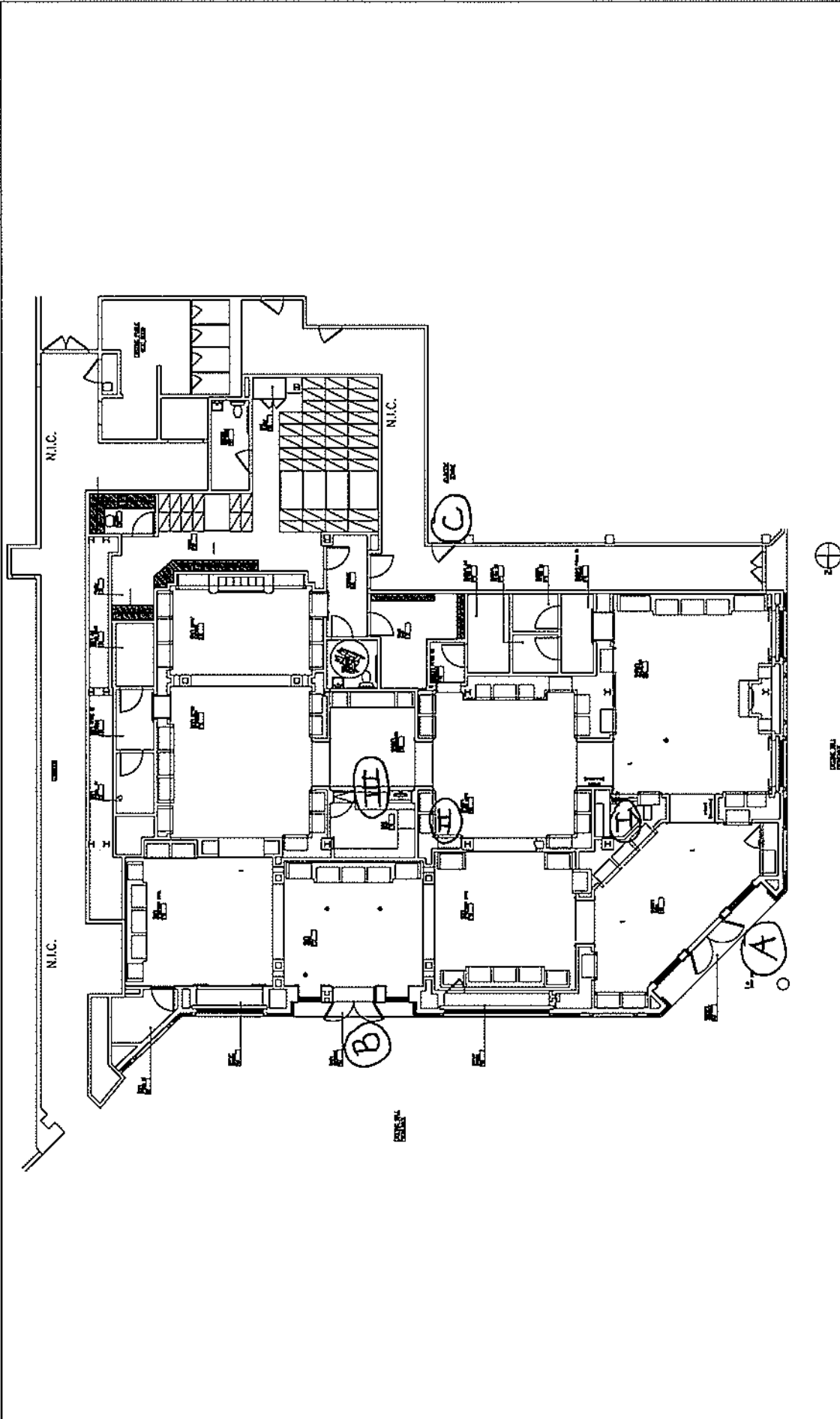
23. Sales associates do not clock-out for rest breaks.

24. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook. This material is reviewed with each sales associate during their orientation.

1 I declare under penalty of perjury under the laws of the State of California that the foregoing
2 is true and correct.

3 Executed on January 31, 2008.

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7 Nilly Foster
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#873 CALIFORNIA - COSTA MESA - SCP

NOT TO SCALE

EXHIBIT 19

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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 Alisha M. Louie (SBN 240863)
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Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA**

ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

Case No. C07-02780 SI

**DECLARATION OF ANN POWELL IN
 SUPPORT OF DEFENDANTS'
 OPPOSITION TO MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008

Time: 9:00 am

Dept: Courtroom 10, 19th Fl.

Judge: Hon. Susan Illston

AND RELATED CROSS-ACTIONS.

1 I, Ann Powell, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the General Manager for Polo Ralph Lauren Store in La Jolla. I have
3 served in this position since October 2007. Prior to my role as General Manager I was the Women's
4 Manager for 20 years. Prior to working as Women's Manager I was a sales associate for 5 years. I
5 have personal knowledge of the facts set forth in this declaration, and if called as a witness, could and
6 would competently testify as set forth below.

7 2. Presently, I oversee two managers ("Manager"), in the Mens Department and the
8 Womens Department. There is also one key holder ("Key Holder"). All Managers are paid a salary
9 and are not compensated by the hour. To my knowledge Key Holders are compensated by a draw
10 versus commission rate of pay, plus a stipend for their extra responsibilities.

11 3. At present, there are approximately nine sales associates that work in the store.

12 4. Both myself and the Mens and Women's Department Managers are responsible for
13 interviewing new sales associate candidates. I meet every sales associate candidate who is ultimately
14 hired, and make the offer myself.

15 5. When I extend a job offer, I explain scheduling, goal setting, compensation, rest and
16 meal breaks, benefits and vacation time. I use a Polo checklist as part of the job offer process to
17 make sure that I explain everything that a new sales associate would need to know and answer any
18 questions the sales associate might have.

19 6. During the hiring process, the sales associate is provided with a Polo Ralph Lauren
20 Retail Employee Handbook, a Sales Associate Compensation Handbook, an Assimilation Checklist
21 of training procedures which includes the rest break and meal policy. Sales associates are also given
22 a Loss Prevention New Hire Orientation handbook that explains loss prevention procedures.

23 COMPENSATION

24 7. There are two part-time sales associate. The remaining sales associates are full time.
25 The full time sales associates are scheduled for approximately 32-40 hours a week.

26 8. All sales associates are compensated by a draw versus commission rate of pay.

27 9. Most sales associates are career sales associates with a previous history in retail who
28

1 manage a book of business with regular clients. Sales associates are required to build long term
2 relationships with clients and there is training and support to assist sales associates with follow up to
3 help them maintain their book of business. The La Jolla store caters to a luxury clientele and there
4 are high expectations of the sales associates to preserve those relationships. For example, sales
5 associates track the interests and needs of their clients and call them at home to inform them when
6 new product arrives that might be of interest to the client.

7
8 10. Sales associate in the La Jolla store generally don't work more than 40 hours in a
9 week because the La Jolla store operates Monday through Saturday from 10 am to 6 pm, and on
10 Sundays from 12 pm to 5:00 pm.

11 CLOCKING IN AND OUT

12 11. There is only one shift in the store. This shift is from 9:30 am to 6:15 pm Monday
13 through Saturday. On Sunday this shift from 11:30 am to 5:15 pm.

14 12. Sales associates are required to use the time-keeping system to record hours worked.
15 Sales associates clock-in and out at one of the store's cash registers, known as the Point of Sale
16 System ("POS"). There are two cash registers in the store. Attached as Exhibit A is a true and correct
17 copy of the floor plan for the La Jolla store. The three store cash registers are designated "I" and "II"
18 on Exhibit A.

19 13. Sales associates clock-in when they arrive in the store, and clock out when they are
20 ready to leave at the end of the day.

21 14. Generally all sales associates and Managers complete work at the same time at the end
22 of the day. When the sales associates are finished, they gather their personal belongings, clock out,
23 and exit the store generally within five minutes of clocking out.

24 15. It is each sales associate's responsibility to clock-in and out each day. If a sales
25 associate fails to clock in or clock out, the sales associate may advise a Manager who can discuss
26 making appropriate changes including making a manual adjustment to the time clock record. Time
27 clock adjustments are acknowledged in writing on a "Time Clock Correction" form filled out by sales
28 associates and signed by a Manager with an explanation of the reason for the time change.

LOSS PREVENTION SEARCHES

16. The back door of the store is the only door sales associates are permitted to use to enter and exit the store. A true and correct copy of the floor plans for the La Jolla store is attached hereto as Exhibit A. The back door used by sales associates to enter and exit, as well as the shipping and receiving entrance and emergency exit is designated as "A" on Exhibit A. Door "B" is used exclusively by patrons to enter and exit, but sales associate may use this door to enter and exit for rest and meal breaks. Door "C" is an emergency exit only.

17. Each time a sales associate exits the store, he/she must undergo a loss prevention search. The loss prevention search is comprised of having a sales associate show a Manager or a Key Holder the inside of any bag that they have when they are exiting the store.

18. Loss prevention searches are conducted just inside the back door of the store when a sales associate exits at the end of the day. Loss prevention searched are conducted just inside the front door of the store when a sales associates leaves for a rest or meal break.

19. I have never received any complaints regarding the loss prevention search procedure, including any complaints that the process is time consuming, humiliating or causes emotional distress.

REST AND MEAL BREAKS

20. Meal breaks are scheduled among sales associates within each department. Sales associates generally leave the store for meal breaks. If sales associates leave for their meal break, they clock out and then within minutes of clocking out exit the store after going through a loss prevention search. Upon returning from their meal break or finishing their meal inside the store, sales associates clock in on the closest register and return to work.

21. Rest breaks are scheduled and monitored by the Department Manager. Sales associates generally do not leave the store for rest breaks.

22. Polo authorizes and encourages all sales associates to take a fifteen minute paid rest break after two hours of work.

23. Sales associates do not clock-out for rest breaks.

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1 The rest and meal break policy is enumerated in the Polo Retail Employee Handbook. This material
2 is reviewed with each sales associate during their orientation.

3 Amir Filsoof

4 24. I read the declaration that Amir Filsoof submitted for the Plaintiffs about working in
5 the La Jolla store. I was the manager of the Womens Department while he was a sales associate and I
6 remember him clearly.

7 25. Contrary to what his declaration says my personnel records for Amir indicate that he
8 only worked here for one month, from June 17, 2005 to July 14, 2005; his declaration says he worked
9 here "during 2005 and 2006".

10 26. In his declaration Amir says he clocked out while waiting for other associates to finish
11 straightening up their sections, which is not how we run our store in 2005 or the present. We instruct
12 sales associates to wait to clock out until everyone is done and ready to leave.

13 27. The length of the bag inspection search that he describes is contrary to my
14 observations as the Womens Manager during the time period Amir worked in the store. In my
15 experience sales associates wait less than five minutes for a bag inspection after clocking out.

16 I declare under penalty of perjury under the laws of the State of California that the foregoing
17 is true and correct.

18 Executed on June 12, 2008

19 
20 Ann Powell

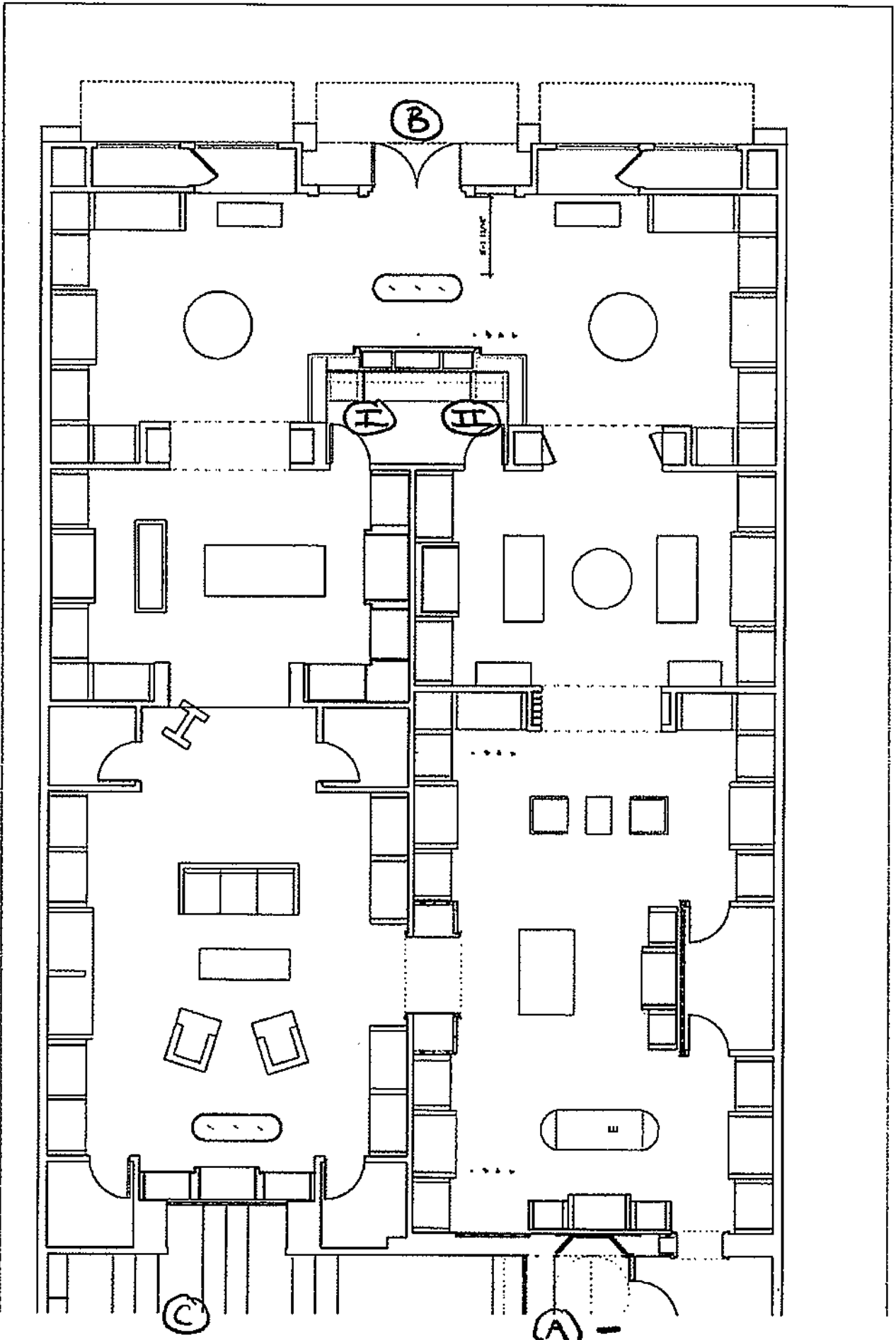


EXHIBIT 20

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

1 William J. Goines (SBN 061290)
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9 louiea@gtlaw.com

6 Jeremy A. Meier (SBN 139849)
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11 Facsimile: (916) 448-1709
12 Email: meierj@gtlaw.com

10 Attorneys for Defendants Polo Ralph Lauren
11 Corporation; Polo Retail, LLC; Polo Ralph Lauren
12 Corporation, doing business in California as Polo Retail
13 Corporation; and Fashions Outlet of America, Inc.

13 **UNITED STATES DISTRICT COURT**
14 **NORTHERN DISTRICT OF CALIFORNIA**

15 ANN OTSUKA, an individual; JANIS KEEFE,
16 an individual; CORINNE PHIPPS, and
17 individual; and on behalf of all others similarly
18 situated,

18 Plaintiff,

19 v.

20 POLO RALPH LAUREN CORPORATION, a
21 Delaware Corporation; et al.,

21 Defendants.

22 AND RELATED CROSS-ACTIONS.
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Case No. C07-02780 SI

**DECLARATION OF JENNA BAKER IN
SUPPORT OF DEFENDANTS
OPPOSITION TO MOTION FOR CLASS
CERTIFICATION**

Date: July 11, 2008

Time: 9:00 am

Dept: Courtroom 10, 19th Fl.

Judge: Hon. Susan Illston

1 I, Jenna Baker, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the General Manager for Polo Ralph Lauren Womens Store, Mens
3 Store and Double RL, all located in Malibu, California directly next door to each other. I have served
4 in this position since June 2006. I have personal knowledge of the facts set forth in this declaration,
5 and if called as a witness, could and would competently testify as set forth below.

6 2. Presently, I oversee two managers ("Managers"), in Womens and Mens Departments,
7 and one key holder "Key Holder" in the Double RL store. All Managers are paid a salary and are not
8 compensated by the hour. The Key Holder is compensated by a draw versus commission rate of pay,
9 plus a stipend for his extra responsibilities.

10 3. At present, there are approximately ten sales associates that work in the store.

11 4. Both myself and the Department Managers are responsible for interviewing new sales
12 associates candidates. I meet every sales associate candidate who is ultimately hired, and make the
13 offer myself.

14 5. When I extend a job offer, I explain scheduling, goal setting, compensation, health
15 benefits and additional benefits such as the Employee Assistance Program and vacation time. I use a
16 Polo checklist as part of the job offer process to make sure that I explain everything that a new
17 employee would need to know and answer any questions the sales associate might have.

18 6. During the hiring process, the sales associate is provided with a Polo Ralph Lauren
19 Retail Employee Handbook, a Sales Associate Compensation Handbook, an Assimilation Checklist
20 of training procedures which includes the rest break and meal policy. Sales associates are also given
21 a Loss Prevention New Hire Orientation handbook that explains loss prevention procedures.

22 COMPENSATION

23 7. Approximately four sales associates are part-time employees. Approximately six sales
24 associates are full time. The full time sales associates are scheduled for approximately 32 hours a
25 week but occasionally work 40 hours a week. Part-time associates work approximately 16 hours per
26 week.

27 8. All sales associates are compensated by a draw versus commission rate of pay.
28

10. Sales associates rarely work more than eight hours in a day or more than 32-40 hours in a week because the Malibu store operates on Monday through Saturday from 10 am to 6 pm and on Sundays from 12 am to 5 pm.

11. There is only one shift in the store.

13. Sales associates clock-in when they arrive in the store, and clock out when they are ready to leave at the end of the day.

15. Because of the small size of the Malibu stores and the fact that a Manager or Key Holder is stationed in each store, sales associates generally exit the store within one minute of clocking out at the end of the day.

16. It is each sales associate's responsibility to clock-in and out each day. If there are any discrepancies, the sales associate may advise a manager who can discuss making appropriate changes including making a manual adjustment to the time clock record. Time clock adjustments are usually

acknowledged in writing by sales associates.

LOSS PREVENTION SEARCHES

17. The Mens store and Double RL only have one door, which is used both for sales associates to enter and exit and for patrons to enter and exit. A true and correct copy of the floor plans for Double RL, the Mens Store and the Womens store is attached hereto as Exhibit A. The Double RL store entrance and exit is designated as "A", and the Mens store entrance and exit is designated as "B". The Womens store has two doors, designated as "C" and "D". Door "C" is used by sales associates to enter in the morning, and leave at the end of the day. Door "D" is used by sales associates during the day to exit the store for rest and meal breaks.

18. Each time a sales associate exits the store, he/she must undergo a loss prevention search. The loss prevention search is comprised of having a sales associate show a Manager or the Key Holder the inside of any bag that they have when they are exiting the store.

19. I have never received any complaints regarding the loss prevention search procedure, including any complaints that the process is time consuming, humiliating or causes emotional distress.

REST AND MEAL BREAKS

20. Meal breaks are scheduled orally during the morning meetings that take place either in the individual stores, or collectively with all employees meeting in the Womens store. Sales associates generally leave the store for meal breaks.

21. Sales associates clock out for meal breaks.

22. The timing of rest breaks are scheduled between sales associates and managers. Sales associates typically leave the store during rest breaks. Sales associates do not clock-out for rest breaks.

23. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook. This material is reviewed with each Sales Associate during their orientation.

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POLO RALPH-MALIBU

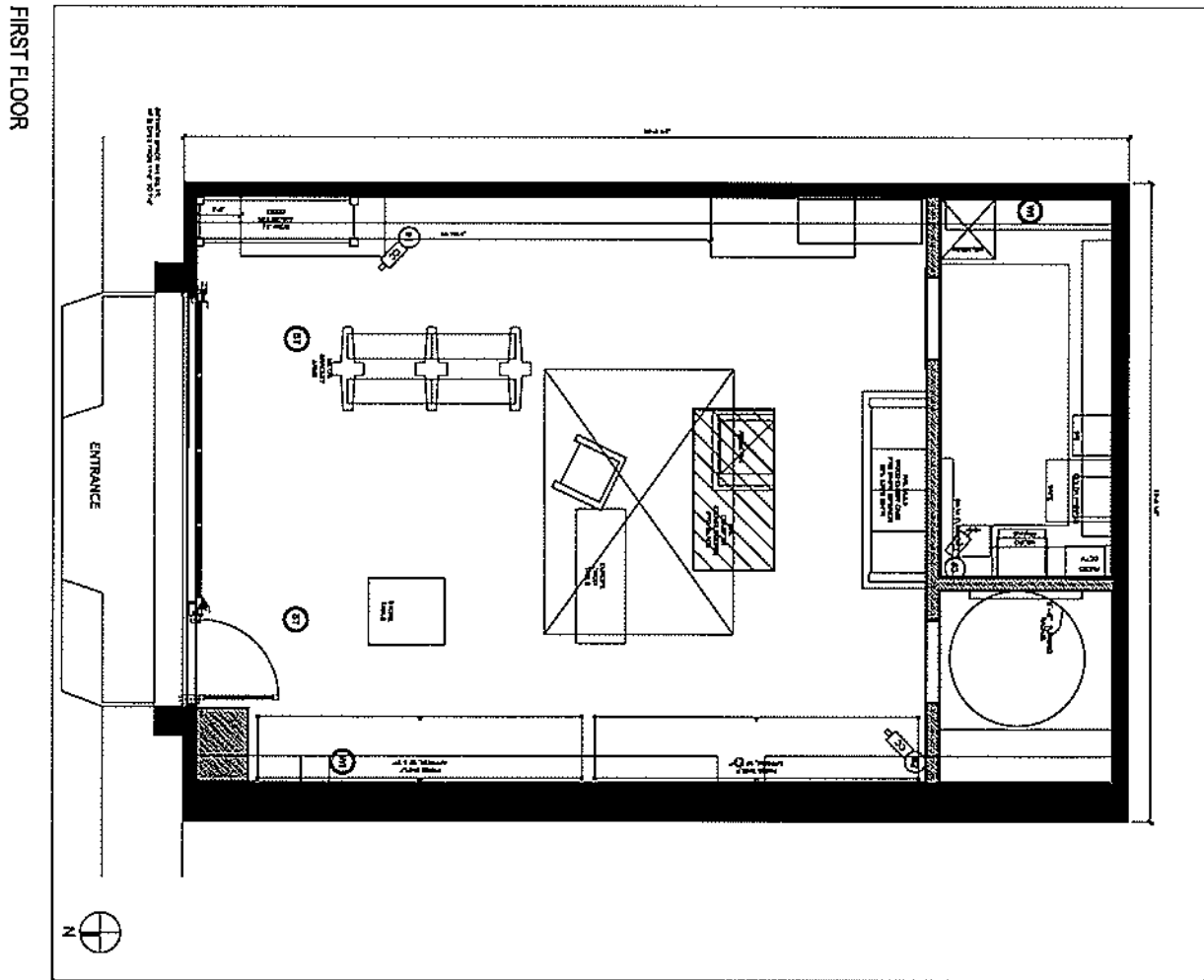
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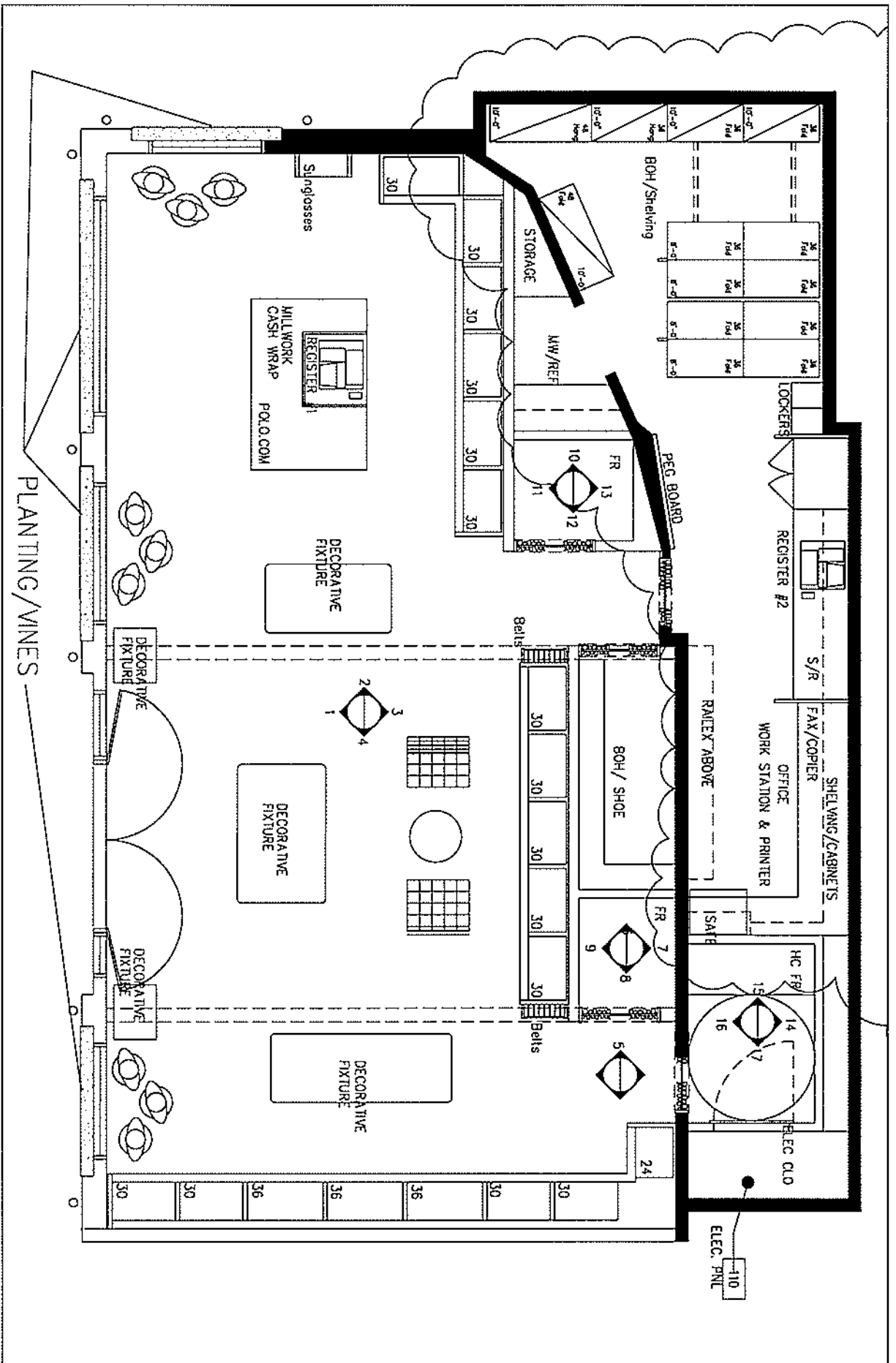
1 I declare under penalty of perjury under the laws of the State of California that the foregoing
2 is true and correct.

3 Executed on June 12 2008.

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6 Jenna Baker
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#844 CALIFORNIA - MALIBU RRL
NOT TO SCALE





#844 CALIFORNIA - MALIBU RRL

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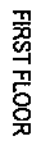


EXHIBIT 21

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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10 Attorneys for Defendants Polo Ralph Lauren
 11 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 12 Corporation; and Fashions Outlet of America, Inc.

13 **UNITED STATES DISTRICT COURT**
 14 **NORTHERN DISTRICT OF CALIFORNIA**

15 ANN OTSUKA, an individual; JANIS KEEFE,
 16 an individual; CORINNE PHIPPS, and
 17 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

18 Plaintiff,

19 v.

20 POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

21 Defendants.
 22

Case No. C07-02780 SI

**DECLARATION OF JOHN
 MESSERSMITH IN SUPPORT OF
 DEFENDANTS' OPPOSITION TO
 MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008

Time: 9:00 a.m.

Dept: Courtroom 10, 19th Fl.

Judge: Hon. Susan Illston

1 I, John Messersmith, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the interim General Manager for Polo Ralph Lauren, located in Palm
3 Desert, California. I have served in this position since May 2007. Previously, I was the Department
4 Manager Men's since the store's opening in September 2007. I have personal knowledge of the facts
5 set forth in this declaration, and if called as a witness, could and would competently testify as set
6 forth below.

7 2. Presently the management team is in transition. Generally speaking, there is a General
8 Manager and a Men's Department Manager. There is one key holder in the store ("Key Holder"). A
9 Key Holder is typically a sales associate with additional responsibilities, e.g., opening and closing the
10 registers, performing bag inspection checks and alarming/disarming the store. All Managers are paid
11 a salary and are not compensated by the hour. To my knowledge Key Holders are compensated by a
12 draw versus commission rate of pay, plus a stipend for their extra responsibilities.

13 3. At present, there are approximately 6 sales associates that work in the store. All of the
14 sales associates work full-time, approximately 37 hours a week.

15 4. As the Men's Department Manager, I was responsible for interviewing new sales
16 associate candidates along with the General Manager. In my present role as the interim General
17 Manager, I have not yet had the opportunity to interview any sales associate candidates, however, this
18 function does fall within my duties and responsibilities.

19 5. If I were to extend a job offer, I would explain scheduling, goal setting, compensation,
20 rest and meal breaks, benefits and vacation time. I would use a Polo checklist as part of the job offer
21 process to make sure that I explain everything that a new sales associate would need to know and
22 answer any questions the sales associate might have.

23 6. During the hiring process, the sales associate is provided with a Polo Ralph Lauren
24 Retail Employee Handbook, a Sales Associate Compensation Handbook, an Assimilation Checklist
25 of training procedures which includes the rest break and meal policy. Sales associates are also given
26 a Loss Prevention New Hire Orientation handbook that explains loss prevention procedures.

27 //
28

COMPENSATION

7. All sales associates are compensated by a draw versus commission rate of pay.

8. Most sales associates are career sales associates with a previous history in retail who manage a book of business with regular clients. Sales associates are required to build long term relationships with clients and there is training and support to assist sales associates with follow up to help them maintain their book of business. The Palm Desert store caters to a luxury clientele and there are high expectations of the sales associates to preserve those relationships. For example, sales associates track the interests and needs of their clients and call them at home to inform them when new product arrives that might be of interest to the client.

9. The Palm Desert store operates Monday through Saturday from 10 am to 6 pm, and on Sundays from 12 pm to 5:00 pm. Based on the store hours, typically sales associates do not work more than 40 hours a week.

CLOCKING IN AND OUT

10. There is only one shift in the store. This shift is from 9:15 am to 6:15 pm Monday through Saturday. On Sunday this shift from 11:15 am to 5:15 pm.

11. Sales associates are required to use the time-keeping system to record hours worked. Sales associates clock-in and out at one of the store's cash registers, known as the Point of Sale System ("POS"). There are three cash registers in the store. One of the registers is located in the back of the house and is not ordinarily used. Attached as Exhibit A is a true and correct copy of the floor plan for the Palm Desert store. The three store cash registers are designated "I" through "III" on Exhibit A.

12. Sales associates clock-in when they arrive in the store, and clock out when they are ready to leave at the end of the day.

13. We begin the process of closing the registers prior to the store's end of business hours. One register is always left open and is closed once the store closes to the public for the day.

14. Generally all sales associates, myself and/or the Key Holder complete work at the same time at the end of the day. When the sales associates are finished, they gather their personal

1 belongings, clock out, and exit the store generally within five minutes of clocking out.

2 15. It is each sales associate's responsibility to clock-in and out each day. If a sales
3 associate fails to clock-in or clock-out, the sales associate may advise a Manager who can discuss
4 making appropriate changes including making a manual adjustment to the time clock record.

5 LOSS PREVENTION SEARCHES

6 16. The back door of the store is generally the door sales associates are permitted to use to
7 enter and exit the store. At times, a sales associate may enter and exit through the front door. A true
8 and correct copy of the floor plans for the Palm Desert store is attached hereto as Exhibit A. The
9 back door used by sales associates to enter and exit, as well as the shipping and receiving entrance
10 and emergency exit is designated as "A" on Exhibit A. Door "B" is used exclusively by patrons to
11 enter and exit.

12 17. Each time a sales associate exits the store, he/she must undergo a loss prevention
13 search. The loss prevention search is comprised of having a sales associate show a Manager or a Key
14 Holder the inside of any bag that they have when they are exiting the store.

15 18. Loss prevention searches are conducted just inside the back door of the store when a
16 sales associate exits for rest and meal breaks. Alternatively, if a sales associate is given permission to
17 exist through the front patron door of the store, the loss prevention search will be conducted there.

18 19. I have never received any complaints regarding the loss prevention search, including
19 that it takes a long time.

20 REST AND MEAL BREAKS

21 20. Meal breaks are scheduled among sales associates within each department. Sales
22 associates leave for their meal break, they clock out and then within minutes of clocking out exit the
23 store after going through a loss prevention search. Upon returning from their meal break or finishing
24 their meal inside the store, sales associates clock in on the closest register and return to work.

25 21. When sales associates return from their rest or meal break they ring the bell to the
26 back door. Generally, either myself or the Key Holder will open the back door to let the sales
27 associate back inside. Sales associates know that they can call the store from their cell phone to
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1 advise that they are waiting at the back door. On rare occasions, if no one hears the bell the sales
2 associate will enter through the front patron entrance.

3 22. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook.
4 This material is reviewed with each sales associate during their orientation. Every sales associate is
5 aware that they may take two fifteen minute rest breaks.

6 23. I have never denied anyone the ability to take a rest break.

7 I declare under penalty of perjury under the laws of the State of California that the foregoing
8 is true and correct.

9 Executed on June 13, 2008.

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12 John Messersmith
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